



PUNJAB OIL MILLS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

DECEMBER 29, 2025



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Punjab Oil Mills Limited (the "Company") will be held on Monday, December 29, 2025, at 11:00 AM at Factory Premises, Plot Nos. 26-28, Industrial Triangle Kahuta Road, Islamabad to transact the following business:

Ordinary Business

1. To confirm the minutes of the Annual General Meeting held on October 28, 2025.
2. To elect seven (07) directors of the Company as fixed by the Board of directors under section 159(1) of the Companies Act, 2017 for a period of three (3) years, commencing from December 29, 2025. The names of retiring directors are as below and are eligible for re-election:
 1. Mr. Tahir Jahangir
 2. Mr. Usman Ilahi Malik
 3. Mr. Jillani Jahangir
 4. Mrs. Munizae Jahangir
 5. Miss. Mehruinsa Malik
 6. Mr. Furqan Anwar Batla
 7. Mr. Firasat Ali
 8. Mr. Saif Ali Rastgar
3. To transact any other business with the permission of the Chair.

Lahore
December 07, 2025,

By order of the Board
Rana Shakeel Shaukat
Company Secretary

NOTES

1. Book Closure

The Share Transfer Books of the Company will remain closed from December 23 2025, to December 29, 2025 (both days inclusive). Transfers / CDS transactions IDs received at the Company's Share Registrar, M/s Corplink (Pvt.) Limited, Wing Arcade, 1-K Commercial, Model Town, Lahore, PABX No (92-42)35916714 and Email shares@corplink.com.pk at the close of business on December 22, 2025, will be treated in time to attend and vote at the EOGM.

2. Procedure to Contest the Election of Directors

The term of the office of the present Board of the Company will expire on December 29, 2025. In terms of Section 159(1) of the Companies Act, 2017 the Board has fixed the number of directors at 07 (Seven) through a resolution passed in the meeting of the Board held on November 20, 2025, to be elected in the Extraordinary General Meeting of the Company for a period of next three (3) years. Any person who seeks to contest election to the office of director shall, whether he/she is a retiring director or otherwise, file with the Company the following documents at the registered office of the Company, not later than fourteen days (14) before the date of the Extraordinary General Meeting:

- i. A notice of his/her intention to offer himself/herself for the election of directors under section 159 (3) of the Companies Act, 2017. **(Attached as Annexure A)**
- ii. Declaration with respect to the Companies Act, 2017 to act as a director. **(Attached as Annexure B)**
- iii. Declaration with respect to the Companies Act, 2017 to act as independent director. **(Attached as Annexure C)**
- iv. Consent to act as a director in Form 28 under section 167 of the Companies Act, 2017. **(Attached as Annexure D)**
- v. Postal Ballot Paper. **(Attached as Annexure E)**



vi. Form of Proxy. **(Attached as Annexure F)**

3. Proxy

Members of the Company entitled to attend and vote at the Company meeting may appoint another member as their proxy to exercise their rights to attend, speak and vote at the meeting. The proxy form is available on the Company's website. The proxy form must be signed by the appointer or attorney duly authorized in writing, or if the appointer is a Company, it must be signed by an officer or attorney duly authorized.

A Company may authorize an individual to act as its representative at the meeting by resolution of its board. The authorized individual shall be entitled to exercise the same powers on behalf of the Company he represents. The proxies must be lodged with the Company not later than forty-eight hours before the time for holding the EOGM. (Proxy Form is available on company's website).

4. Attendance

The members must reach the venue at least fifteen (15) minutes before the start of EOGM to ensure proper attendance and timely closure of the attendance sheet. A member or proxy shall authenticate his/her identity by showing the original CNIC/passport at the time of attending the meeting.

5. Postal Ballot

According to companies (Postal Ballot) Regulations 2018, for the purpose of the election of directors, where the number of contestants is more than the number of directors to be elected, members will be allowed to exercise their right to vote through postal ballot, that is voting by post in accordance with the requirements and procedure contained in clause 9 of the aforesaid regulations. (Ballot Paper is available on company's website).

- (i) Electronic Voting: The Company's e-voting service provider, M/s. Corplink (Private) Limited, in accordance with the Postal Ballot Regulations, will send complete information to the members, including but not limited to web address, login detail, password, date of casting e-vote and other necessary details through e-mail; and security code through SMS on their registered e-mail available in the members' register. The identity of the member intending to cast a vote through e-voting shall be authenticated through electronic signature or authentication for login. All members are accordingly requested to update their records regarding their mobile numbers and e-mail addresses with their Participant/CDC Investor Account Services, which maintains their CDC account, before the book closure date. The voting line for casting votes shall open for the members from December 25, 2025, at 9:00 a.m. and remain available until December 27, 2025, at 5:00 p.m.
- (ii) Voting through Postal Ballot: The members shall ensure that duly-filled and signed ballot paper, which will be published by the Company & placed on Company's website at-least seven (7) days before the election, along with requisite documents, should reach the Chairperson through post at Plot Nos. 26-28, Industrial Triangle Kahuta Road, Islamabad or by e-mail at cs@punjaboilmills.com until 4:00 p.m. on December 27, 2025.

6. Video Conference Facility

According to section 134(1)(b) of the Companies Act, 2017, the shareholders residing in a city collectively holding at least 10% of the total paid-up share capital may demand the Company to provide them with the facility of video-link for participating in the meeting. The demand for the video-link facility shall be received by the Company at least 7 days before the meeting date.



I/we _____ of _____ being members of Punjab Oil Mills Limited holder of _____ Ordinary Shares(s) as per Registered Folio No / CDC Account No. _____ hereby opt for a video conference facility at [name of city] in respect of the Extra Ordinary General Meeting of the Company.

The Company will inform respective members regarding the venue of the video-link facility five days before the meeting along with complete information necessary to enable them to access the facility.

7. Contact Information

The shareholders may contact the Company at cs@punjaboilmills.com

Statement under Section 166 (3) of the Companies Act, 2017

According to Section 166 (3) of the Companies Act, 2017, independent directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017. Independent directors shall meet the criteria under section 166 (2) of the said Act. The following additional documents are to be submitted by the candidates intending to consent election of directors as independent directors:

- Declaration by the independent director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019;
- Undertaking that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulation 2018.

The final list of contesting directors will be circulated not later than seven (7) days before the date of the Extraordinary General Meeting, in terms of section 159(4). Further, the website of the Company will also be updated with the required information.



Date: _____

The Company Secretary
Punjab Oil Mills Limited
Plot Nos. 26-28, Industrial Triangle,
Kahuta Road, Islamabad

Dear Sir,

Consent to Act as Director pursuant to Section 159 of the Companies Act, 2017

I _____, son/daughter/wife of _____,
holding CNIC / Passport No. _____, and resident of _____, do
hereby intent to contest the forthcoming Election of Directors of Punjab Oil Mills Limited to be held on Monday,
December 29, 2025, or at any adjournment thereof:

In compliance with applicable requirements, I am enclosing herewith the complete set of documents to contest the
Election as aforesaid, duly filled and signed by me.

Yours truly,

Signature of Candidate

Required Attachments (as per Company / SECP / Listing Rules):

1. Copy of valid CNIC or Passport
2. Copy of CDC-account / Folio details
3. Candidate profile (education, experience, qualifications)
4. Consent form to act as Director (as per "Form-9 / Consent to Act" under Companies Act / Regulations)
5. Declaration of eligibility / independence / compliance
6. NTN Number
7. Director's Training Certificate (if applicable)



DECLARATION / UNDERTAKING BY PERSON OFFERING HIMSELF/HERSELF FOR ELECTION AS DIRECTOR

(As required under the Companies Act, 2017 and applicable SECP regulations)

Date _____

The Company Secretary
Punjab Oil Mills Limited
Plot No. 26-28, Industrial Triangle,
Kahuta Road, Islamabad

Enforcement and Monitoring Division
Securities and Exchange Commission of Pakistan
NIC Building, Blue Area, Islamabad

I, _____ S/o / D/o _____, resident of _____, holder of CNIC No. _____, hereby offer myself to contest the Election of Directors of Punjab Oil Mills Limited, scheduled to be held on December 29, 2025. In compliance with the relevant provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, and SECP directives, I hereby solemnly declare and affirm that:

1. I am fully aware of my duties, powers, and responsibilities as a Director under the Companies Act, 2017, the rules and regulations made thereunder, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Memorandum and Articles of Association of the Company.
2. My Name is borne on the Register of National Taxpayers of Pakistan and my National Tax Number is _____.
3. I am eligible to act as a Director under Section 153 of the Companies Act, 2017.
4. I am not disqualified from being appointed as a Director under the Companies Act, 2017.
5. No criminal proceeding involving fraud, breach of trust, or moral turpitude is pending against me.
6. I am not in default of any loan from a financial institution nor declared a defaulter or bankrupt.
7. I have not been convicted by a court for any offence involving corporate fraud or misconduct.
8. I have not been declared a proclaimed offender by any court of law.
9. I have not been debarred or restrained by SECP or any regulatory authority from acting as a director or officer of any listed company.
10. I meet all requirements of fit and proper criteria, wherever applicable.
11. I agree to comply with all corporate governance requirements, statutory obligations, and responsibilities of directorship.
12. I will file a Consent to Act as Director (Form-28) with the company and SECP if elected.
13. I am not serving as a director in more than the number of companies allowed under the law, including listed and unlisted companies.
14. I undertake to disclose any conflict of interest and comply with Section 208 and related party transaction rules.

I further confirm that the information provided above is true, complete, and correct to the best of my knowledge and belief. Any false declaration may result in disqualification.

Yours truly,

Signature of Candidate



**DECLARATION / UNDERTAKING BY PERSON OFFERING HIMSELF/HERSELF FOR ELECTION AS
INDEPENDENT DIRECTOR**

(As required under the Companies Act, 2017 and applicable SECP regulations)

Date _____

The Company Secretary
Punjab Oil Mills Limited
Plot No. 26-28, Industrial Triangle,
Kahuta Road, Islamabad

Enforcement and Monitoring Division
Securities and Exchange Commission of Pakistan
NIC Building, Blue Area, Islamabad

I, _____ S/o _____ / D/o _____, resident of _____, holder of CNIC No. _____, hereby offer myself to contest the Election of Directors of Punjab Oil Mills Limited, scheduled to be held on December 29, 2025. In compliance with the relevant provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, and SECP directives, I hereby solemnly declare and affirm that:

1. I meet the **fit and proper criteria** and **eligibility requirements** for an Independent Director as specified in:
 - ✓ The Companies Act, 2017
 - ✓ Listed Companies (Code of Corporate Governance) Regulations, 2019
 - ✓ Any other applicable SECP laws or guidelines
2. **I confirm that I am independent** and **none of the following applies to me:**
 - 1) I am not a sponsor, significant shareholder, officer, employee, or close relative of such persons.
 - 2) I have not been employed by the Company, its subsidiaries, associated companies, or related parties in the last three (3) years.
 - 3) I am not receiving any remuneration or benefit from the Company other than director's fee allowed to independent directors.
 - 4) I am not affiliated with any audit firm, legal or consultancy firm providing services to the Company.
 - 5) I am not a member of any NPO or foundation receiving funding from the Company or its stakeholders.
 - 6) I do not have any direct or indirect shareholding in the Company (other than qualification shares if required).
3. I **confirm** that:
 - 1) My name appears in the Independent Directors Databank maintained by the Pakistan Institute of Corporate Governance (PICG) as required.
 - 2) I am financially sound, of good repute, and meet all integrity, competency, and experience criteria.
 - 3) My Name is borne on the Register of National Taxpayers of Pakistan, and my National Tax Number is _____.
 - 4) I am eligible to act as Independent Director under the Companies Act, 2017.
 - 5) I am not disqualified from being appointed as Independent Director under the Companies Act 2017.
 - 6) No criminal proceeding involving fraud, breach of trust, or moral turpitude is pending against me.
 - 7) I am not in default of any loan from a financial institution nor declared a defaulter or bankrupt.
 - 8) I have not been convicted by a court for any offence involving corporate fraud or misconduct.
 - 9) I have not been declared a proclaimed offender by any court of law.



- 10) I have not been debarred or restrained by SECP or any regulatory authority from acting as Independent Director or officer of any listed company.
- 11) I meet all requirements of fit and proper criteria, wherever applicable.
- 12) I agree to comply with all corporate governance requirements, statutory obligations, and responsibilities of directorship.
- 13) I will file a Consent to Act as Director (Form-28) with the company and SECP if elected.
- 14) I am not serving as Independent Director in more than the number of companies allowed under the law, including listed and unlisted companies.
- 15) I undertake to disclose any conflict of interest and comply with Section 208 and related party transaction rules.

I further confirm that the information provided above is true, complete, and correct to the best of my knowledge and belief. Any false declaration may result in disqualification.

Yours truly,

Signature of Candidate



Form 09

**THE COMPANIES ACT, 2017
THE COMPANIES (GENERAL PROVISIONS AND FORMS) REGULATIONS, 2018
[Section 167 and Regulation 4]
CONSENT TO ACT AS DIRECTOR**

PART-I

(Please complete it in typescript or in bold block capitals.)

1.1 CUIIN (Registration Number)

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1.2 Name of the Company

PUNJAB OIL MILLS LIMITED

1.3 Fee Payment Details 1.3.1 Challan No

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 1.3.2 Amount

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PART-II

2. I/we, the undersigned, have consented to act as Director(s) / Chief Executive of the above-named company pursuant to section 167 of the Companies Act, 2017, and certify that I / We am / are not ineligible to become Director(s) / Chief Executive under section 153 or 177 of the Companies Act, 2017.

Name in full	Father's / husband's Name	Designation	Address	Occupation	NIC No or passport No. in case of Foreign National	Signature

PART-III

3.1 Declaration:

I do hereby solemnly, and sincerely declare that the information provided in the form is:

- (i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and
- (ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

3.2 Name of Authorized Officer with designation/ Authorized Intermediary

	Company Secretary
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3.3 Signatures

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3.4 Registration No of Authorized Intermediary, if applicable

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3.5 Date

Day	Month	Year



BALLOT PAPER FOR VOTING THROUGH POST

For Poll at the Election of Directors to be held on December 29, 2025, at 11:00 AM at Registered Office of the Company, Plot Nos. 26-28, Industrial Triangle, Kahuta Road, Islamabad

I/We hereby exercise my/our vote(s) in respect of Election of Directors of Punjab Oil Mills Limited to be held on Monday, December 29, 2025, through postal ballot by giving my/our vote(s) as below:

Name of Shareholder/Joint Shareholder	
Registered Address	
Number of Shares Held	
Folio No.	
CNIC/Passport Number (copy to be attached)	
Additional Information and Enclosures (in case of Representative of Body Corporate, Corporation and Federal Government)	

I / we hereby exercise my/our vote in respect of Election of Directors through Postal Ballot as follows:

To elect seven (7) Directors of the Company, as fixed by the Board of Directors in accordance with the provisions of Section 159(1) of the Companies Act, 2017 for the period of three (3) years commencing from December 29, 2025.

SR. No.	Name of Candidate	No. of Ordinary Shares used for voting in favour of the Director	Number of Votes (Number of voting shares x Number of Directors to be elected)
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
Total			

Signature of Shareholder(s)/Authorized Signatory (in case of corporate entity, please affix company stamp)

Place: _____ Date: _____

Notes for Submission of Ballot Paper:

- Dully filled postal ballot paper should be sent to the Chairman, at Plot Nos. 26-28, Industrial Triangle, Kahuta Road, Islamabad, or by e-mail at cs@punjaboilmills.com.
- A legible copy of the CNIC/Passport (in case of foreigner) of the member should be enclosed with the postal ballot paper. In case of corporate entity, copy of Board resolution authorizing the above signatory to vote on behalf of such company, along with legible copy of CNIC/Passport (in case of foreigner) should be enclosed.
- Postal ballot papers should reach the Chairman of POML within business hours on or before December 27, 2025, until 5:00 PM. Any postal ballot received after this deadline will not be considered for voting.
- Signatures on postal ballot paper should be matched with signatures on CNIC. 5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten ballot paper will be rejected.



FORM OF PROXY

I/We, _____, resident of _____, being a member of **Punjab Oil Mills Limited** and holder(s) of _____ Ordinary Share(s) as per Share Register Folio/CDC Account No. _____ hereby appoint _____ resident of _____ having Folio/CDC Account No. _____ or failing him / her Mr./Mrs./Miss. _____ resident of _____ having Folio/CDC Account No. _____ who is/are also a member of the Company, as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Monday December 29, 2025 at 11:00 AM at the Registered Office of the Company and at any adjournment thereof in the same manner as I/we myself/ourselves would vote if personally present at such meeting.

Rs. 5/- Revenue Stamp

 Signature of Shareholder
 (The signature should agree with the specimen registered with the Company)

Dated this _____ day of _____ 2025 Signature of Proxy holder _____

- | | |
|---|---|
| <p>1. Witness:
 Signature: _____
 Name: _____
 Address: _____

 CNIC No. _____
 or Passport No. _____</p> | <p>2. Witness:
 Signature: _____
 Name: _____
 Address: _____

 CNIC No. _____
 or Passport No. _____</p> |
|---|---|

IMPORTANT: This instrument appointing a proxy, duly completed, must be received at the registered Office of the Company at Factory Premises, Plot No. 26-28, Industrial Triangle, Kahuta Road, Islamabad not later than 48 hours before the time of holding the Extraordinary General Meeting.

For Appointing Proxies

- a) Attested copies of the CNIC or the passport of beneficial owners shall be furnished with the proxy form.
- b) The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- c) In case of corporate entity, the Board’s resolution / power of attorney with specimen signature shall be furnished along with proxy form to the Company.
- d) Duplicate proxy form is treated as invalid.

